

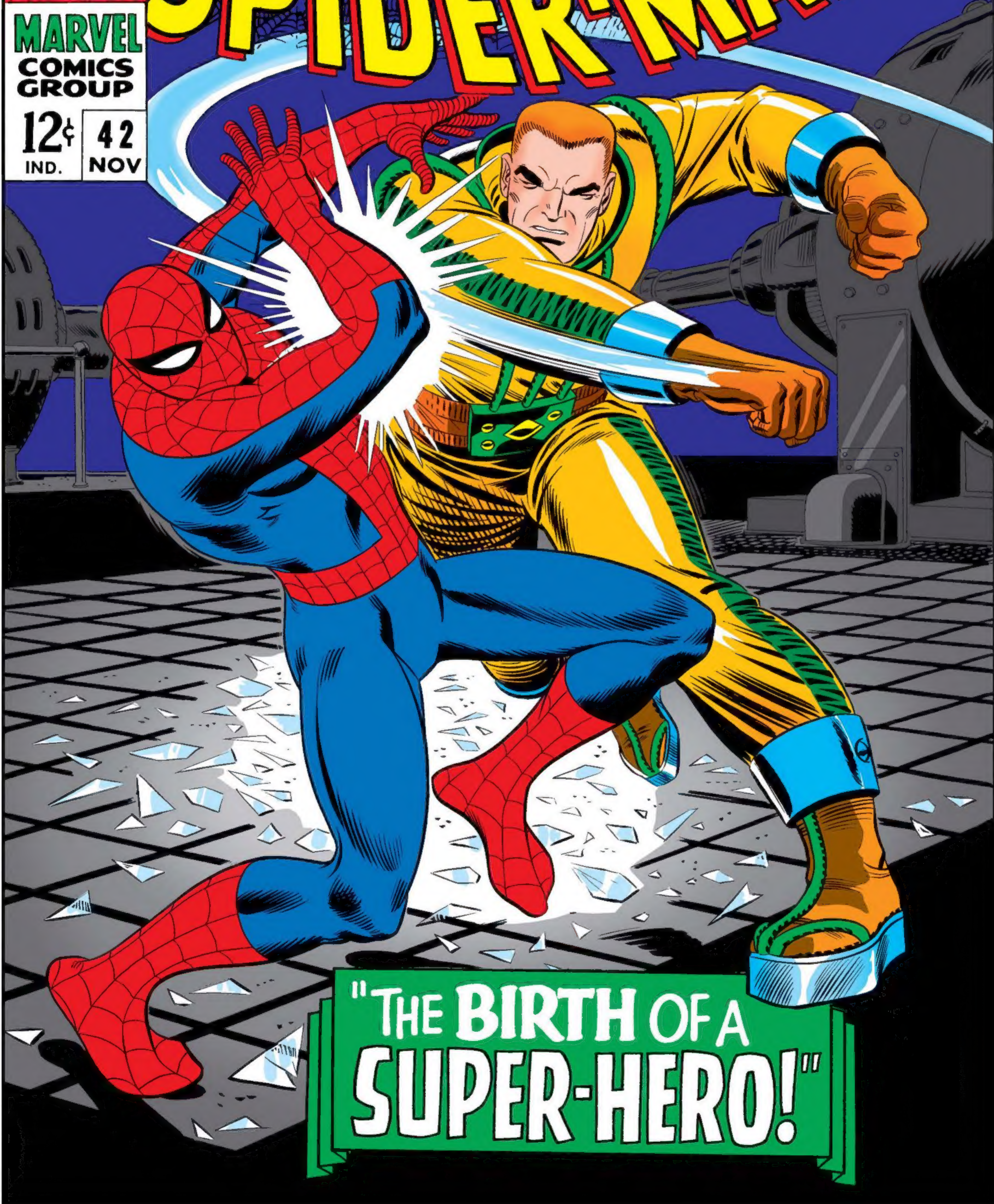


**MARVEL
COMICS
GROUP**

12¢
IND.

42
NOV

the **AMAZING SPIDER-MAN**



**"THE BIRTH OF A
SUPER-HERO!"**

THE AMAZING SPIDER-MAN!

"The BIRTH OF A SUPER-HERO!"

BANK

NOPE! YOU'RE NOT LOOKING AT SOMEONE *DISGUISED AS SPIDEY...OR IMITATING SPIDEY!* NOR ARE YOU WITNESSING AN *IMAGINARY, OR A DREAM SEQUENCE!* SINCE THIS IS AN AUTHENTIC, HONEST-TO-MERRY-MARTY-GOODMAN MARVEL MAG, THIS SCENE IS REALLY HAPPENING! BUT, IS OUR FAVORITE WEB-HEAD ACTUALLY COMMITTING A CRIME? THINK IT OVER, FRANTIC ONE, AND WE'LL CLUE YOU IN LATER..!

LOOK!
UP THERE!
IT'S
SPIDEY!

IT'S *SPIDER-MAN*...TAKING OFF WITH A MONEY-BAG FROM THE BANK!

STOP, THIEF!
SOMEONE STOP THAT WALL-CRAWLING CROOK! DON'T LET HIM GET AWAY!

IT'S TOO LATE FOR ANYONE TO GET HIM NOW!

SIMMER DOWN, INNOCENT BYSTANDERS! THERE'S AN ANTI-NOISE ORDINANCE IN THIS TOWN!

THEN... HE IS THE MENACE PEOPLE HAVE SAID HE WAS!

PRODUCED BY THE BATTY BULLPEN'S SWINGIN'EST SPIDOPHILES...

SMILIN' STAN LEE, WRITER
JAZZY JOHNNY ROMITA, ARTIST
SLAMMIN' SAMMY ROSEN, LETTERER

SECONDS LATER...

WE GOT HERE AS SOON AS WE COULD! WHAT'S WRONG, MR. DUNLAP?

IT'S SPIDER-MAN! HE MADE IT OUT OF THE BANK WITH A MONEY BAG!

HE'S DIS-APPEARED AMONG THE ROOFTOPS! WE'LL HAVE TO SEND OUT AN ALL-POINTS ALARM!

ARE YOU SURE, SIR? HE'S NEVER DONE ANYTHING LIKE THIS BEFORE!

AM I SURE?? I SAW HIM!

AND LOOK AT THIS VAULT! COULD ANYONE WITHOUT THE PROPORTIONATE STRENGTH OF A SPIDER HAVE DONE SOMETHING LIKE THAT?

NO ONE I KNOW!

I ALERTED THE PRE-CINCT! WE'LL GET HIM SOMEHOW!

THE DAILY BUGLE'S RUN A MILLION EDITORIALS WARNING ABOUT THAT MASKED MENACE!

WE SHOULD HAVE PAID ATTENTION TO WHAT JONAH JAMESON KEPT WRITING! HE SAW THROUGH THAT COSTUMED CROOK'S PHONY FACADE BEFORE ANY OF US!

DON'T WORRY, SIR! WE'LL THROW A CORDON AROUND THE WHOLE CITY!

MEANWHILE, EFFORTLESSLY SCALING THE QUEENS-BORO BRIDGE, WE FIND---

SO FAR SO GOOD!

IT'S TOO LATE FOR ANYONE TO STOP ME NOW!

ALL I'VE GOT TO DO IS GET RID OF THIS BAG, AND MY JOB'LL BE DONE!

BUT, THIS IS THE EASY PART! IT'S TRYING TO EXPLAIN THAT'LL BE THE HANG-UP!

THAT'S THAT! NOW TO SWING ON HOME AND CHANGE TO PETER PARKER WHILE I STILL CAN!

POOSH!

LATER, AT THE EDITORIAL OFFICES OF J. JONAH JAMESON'S DAILY BUGLE...

IT'S SO GOOD TO BE BACK WORKING HERE AGAIN, NED! ESPECIALLY SINCE YOU...

WHERE'S THE BOSS, MISS BRANT? SPIDER-MAN JUST PULLED A BANK ROBBERY!

OH! IT'S FRED FOSWELL!

JAMESON'LL WANNA KNOW ABOUT IT!

MR. JAMESON IS AT KENNEDY AIRPORT, SEEING HIS SON OFF! BUT...

SPIDER-MAN... ROBBING A BANK? THAT'S HARD TO SWALLOW, FOSWELL!

I KNOW... BUT THERE WERE A DOZEN WITNESSES! IT LOOKS LIKE JONAH WAS ACTUALLY RIGHT ABOUT HIM!

I STILL JUST CAN'T BELIEVE IT!

WHILE, AT KENNEDY AIRPORT...

I ENJOYED YOUR VISIT, SON! NOW DON'T WORRY ABOUT THOSE SPORES YOU CONTACTED DURING YOUR SPACE WALK! THEY DON'T MEAN A THING!

SURE, DAD! YOU'RE PROBABLY RIGHT! SAY...IT'S GETTING HOT...!

WHAT'S WRONG, JOHN? WHAT IS IT, BOY? YOU LOOK SO FLUSHED ALL OF A SUDDEN...!

I DON'T KNOW! I FEEL HOT... MY HEAD'S SPINNING 'ROUND... NOW THE FEVER'S LEAVING ME, BUT... I'M GROGGY... CAN HARDLY KEEP MY BALANCE...!

NO...IT'S NOT THE FLU! IT CAN'T BE!

I...I CAN HARDLY STAND! AND MY CLOTHES... THEY'RE SHRINKING... I--I'M BEGINNING TO BUST OUT OF THEM...!

OHHHHHH...

CRACK!

MAYBE IT'S THE FLU! I'LL CALL A DOCTOR!

YOU...YOU SMASHED THAT METAL PILLAR LIKE A TOOTHPICK!

AND...THAT MARBLE AND STEEL COUNTER TOP...IT SNAPPED THE SECOND YOU TOUCHED IT!

DAD!...WHAT'S HAPPENING TO ME?? WHAT'S HAPPENING!!?

FTOK!

YOUR CLOTHES DIDN'T SHRINK! IT'S YOU... YOU'VE GOTTEN BIGGER!!

AND STRONGER! I FEEL AS THOUGH...I CAN DO... ANYTHING!

THE DIZZINESS PASSED! I'VE GOT MY BALANCE BACK! NOW I CAN... WHA...??!

MY MUSCLES!! THEY'RE TOO STRONG! THE SLIGHTEST MOTION SENT ME HURLING THROUGH THE WALL!

CRASH!

I HARDLY EVEN FELT THE IMPACT! IT MUST BE THOSE SPORES... THEY'VE TURNED ME INTO... WHAT??

EASY, SON...EASY! HERE COME THE TWO FEDERAL AGENTS WHO'VE BEEN GUARDING YOU!

WE'VE BEEN EXPECTING SOMETHING LIKE THIS! WE'VE GOT TO GET HIM TO OUR LAB...ON THE DOUBLE!

AND SO... THIS IS WHY ENEMY AGENTS HIRED THE RHINO TO CAPTURE COLONEL JAMESON! THEY ALSO ANTICIPATED THE DEVELOPMENT!

OF COURSE! IF THOSE BLASTED SPORES HAVE INCREASED MY SON'S STRENGTH, THEY'D BE ONE OF THE MOST VALUABLE MILITARY SECRETS OF ALL!



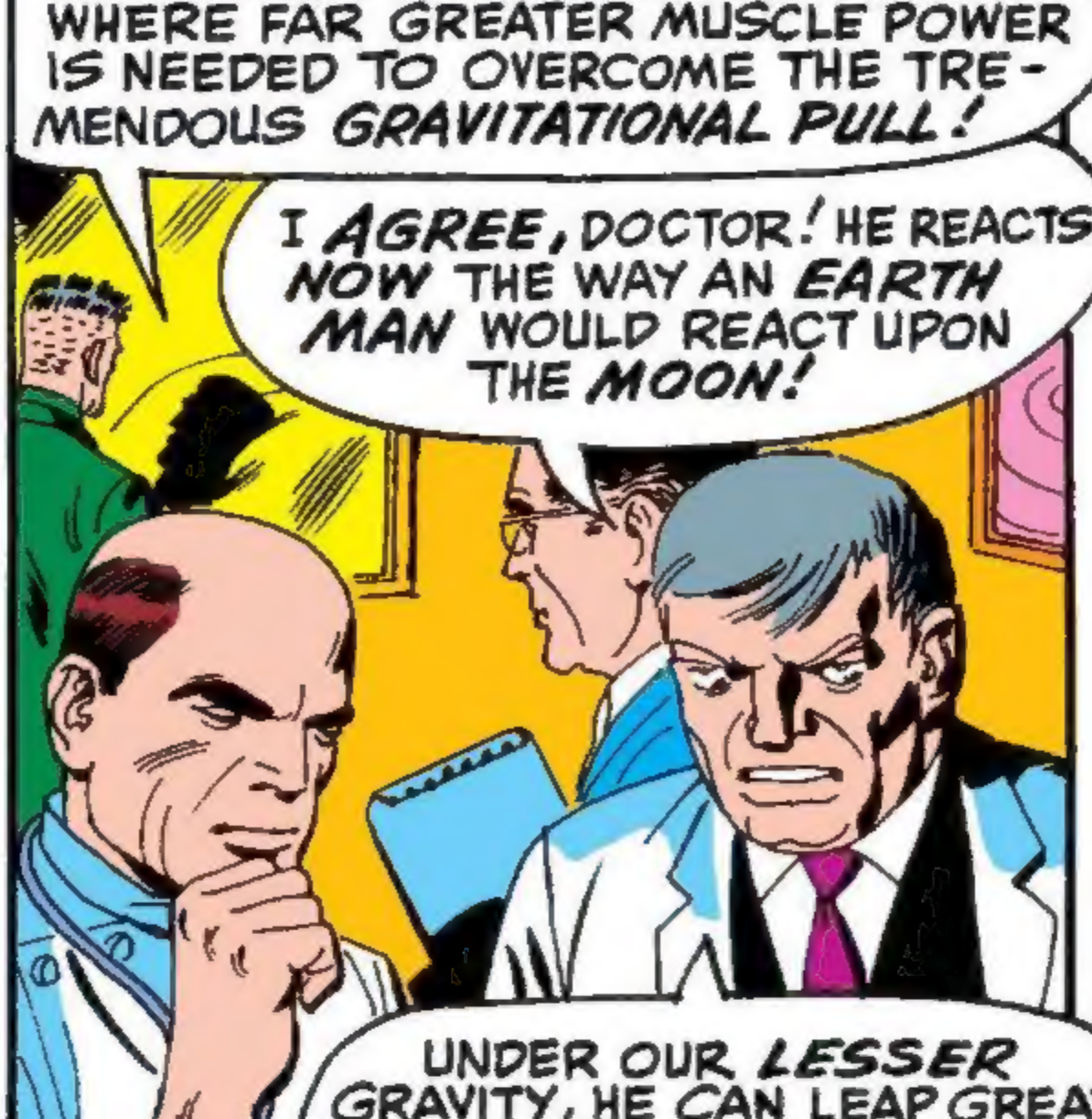
WE'LL FIND OUT FOR SURE AS SOON AS WE REACH OUR LAB!

THEN, EXACTLY SIXTY MOMENTOUS MINUTES LATER...

THE SPORES MUST BE FROM SOME PLANET LIKE JUPITER, WHERE FAR GREATER MUSCLE POWER IS NEEDED TO OVERCOME THE TREMENDOUS GRAVITATIONAL PULL!

I AGREE, DOCTOR! HE REACTS NOW THE WAY AN EARTH MAN WOULD REACT UPON THE MOON!

UNDER OUR LESSER GRAVITY, HE CAN LEAP GREAT DISTANCES...AND HIS STRENGTH FAR EXCEEDS A NORMAL HUMAN'S!



BUT, THE SUDDEN CONVERSION WILL PLACE A GREAT STRAIN UPON HIS HEART AND NERVOUS SYSTEM!

CORRECT! WE'LL DESIGN A SPECIAL SUIT WHICH WILL PROTECT HIM, AND SLOW HIM DOWN!

WE MUST SEE TO IT THAT HE DOES NOT EXERT HIMSELF... OR INJURE HIMSELF THROUGH CARELESSNESS!

TONY STARK'S OUR MAN! I'LL CONTACT HIS LAB IMMEDIATELY!



LATER...

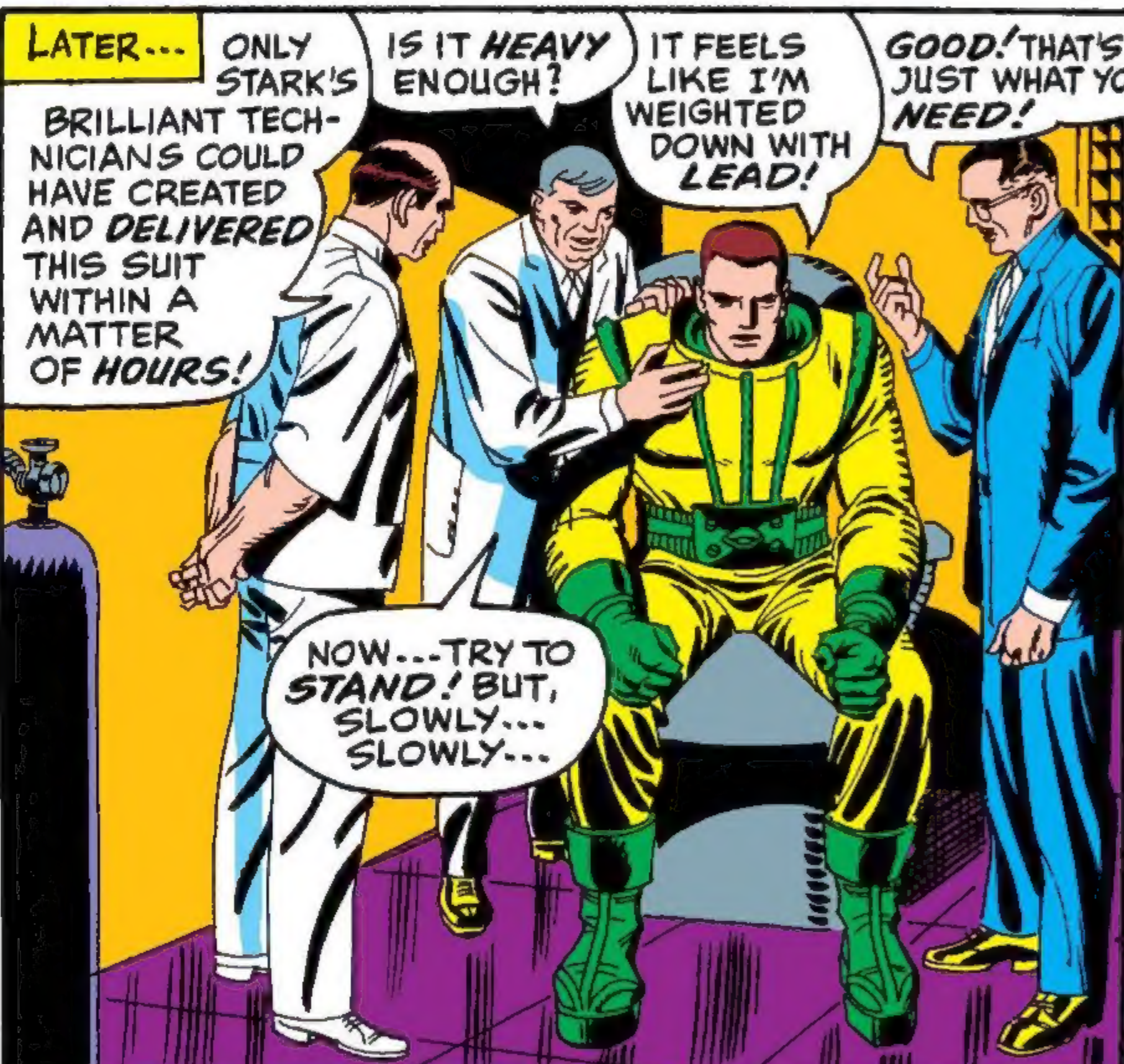
ONLY STARK'S BRILLIANT TECHNICIANS COULD HAVE CREATED AND DELIVERED THIS SUIT WITHIN A MATTER OF HOURS!

IS IT HEAVY ENOUGH?

IT FEELS LIKE I'M WEIGHTED DOWN WITH LEAD!

GOOD! THAT'S JUST WHAT YOU NEED!

NOW...TRY TO STAND! BUT, SLOWLY... SLOWLY...



IT'S INCREDIBLE! EVEN HELD DOWN BY THIS RESTRAINING SUIT, I FEEL AS THOUGH I'M BURSTING WITH POWER!

PERFECT! YOU CAN FUNCTION NORMALLY WITHIN THAT OUTFIT, BUT IT WILL PREVENT YOU FROM BEING A VICTIM OF YOUR OWN SUPER-STRENGTH!



IT WILL ALSO REGULATE YOUR NERVOUS SYSTEM AND YOUR HEART-BEAT, TO LESSEN ANY POSSIBLE STRAIN UPON THEM!

THEN, I'M TO REMAIN IN THIS SUIT... UNTIL FURTHER NOTICE?

NOW, MORE THAN EVER, YOU MUST REMAIN UNDER CONSTANT SURVEILLANCE, COLONEL JAMESON! OUR AGENTS WILL ACCOMPANY YOU WHEREVER YOU GO!

YOU SHOULD BE VERY PROUD OF YOUR SON, SIR!

YOU'RE BLAMED RIGHT I'M PROUD OF HIM!



THEN, AS THEY LEAVE THE BUILDING...

HOW DOES IT FEEL TO BE THE FATHER OF A NEW-SUPER-HERO, MR. JAMESON?

A SUPER-HERO?! WHAT DO YOU... OH! I SEE WHAT YOU MEAN!

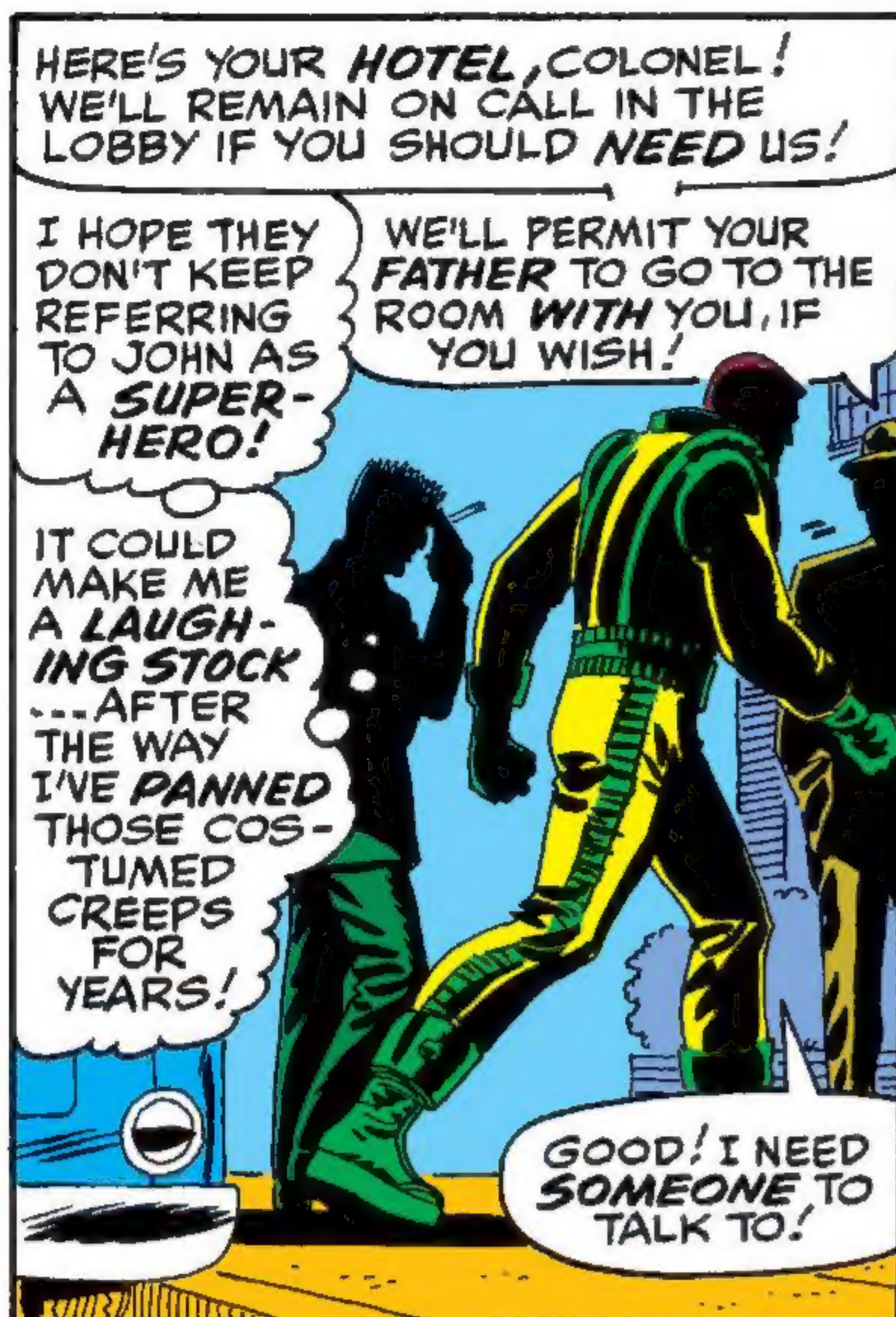
I NEVER THOUGHT OF IT THAT WAY! MY OWN SON...HMMM!



BUT...AFTER ME SPENDING MONTHS WRITING EDITORIALS AGAINST SUPER-HEROES... TRYING TO RIDICULE THEM... TO CUT THEM DOWN TO SIZE...

STILL, THERE'S A DIFFERENCE! MY SON ISN'T A PHONY SUPER-HERO... LIKE THAT FINK SPIDER-MAN!!





HERE'S YOUR **HOTEL**, COLONEL! WE'LL REMAIN ON CALL IN THE LOBBY IF YOU SHOULD **NEED** US!

I HOPE THEY DON'T KEEP REFERRING TO JOHN AS A **SUPER-HERO**!

WE'LL PERMIT YOUR **FATHER** TO GO TO THE ROOM **WITH** YOU, IF YOU WISH!

IT COULD MAKE ME A **LAUGHING STOCK**... AFTER THE WAY I'VE **PANNED** THOSE COS-TUMED CREEPS FOR YEARS!

GOOD! I NEED **SOMEONE** TO TALK TO!



FOSWELL? THIS IS JJJ! WHAT'S GOING ON THERE WHILE I'M... **WHAT???**

SAY IT AGAIN!! ARE YOU **SURE??** YOU MEAN... THERE WERE **WITNESSES??** SO, THERE **CAN'T** BE A MISTAKE THIS TIME!!

WHAT'S UP, DAD?



IT FINALLY **HAPPENED**! I'VE GOT THE **PROOF** I **NEED**! NOW THE WHOLE, CHICKEN-SCRATCHIN' **WORLD** WILL KNOW I WAS **RIGHT**!

THAT'S **SWELL**, DAD! GLAD TO **HEAR** IT!

BUT, RIGHT ABOUT **WHAT??**

ABOUT **SPIDER-MAN**!



HE FINALLY MADE HIS ONE **BIG MISTAKE**! HE **ROBBED** A **BANK**... RIGHT IN FRONT OF **WITNESSES**!

HOW CAN THEY BE **SURE** IT WASN'T SOMEONE **IMPERSONATING** HIM?

BECAUSE HE WAS **SEEN** BREAKING INTO THE VAULT WITH HIS **BARE HANDS**... AND CLIMBING A **SHEER WALL**! IT **HAD** TO BE HIM!

IT'S THE **LUCKIEST** THING THAT COULD HAVE HAPPENED! THE **GREATEST** BREAK IN THE **WORLD** FOR US!

WHAT DO YOU **MEAN**, DAD?

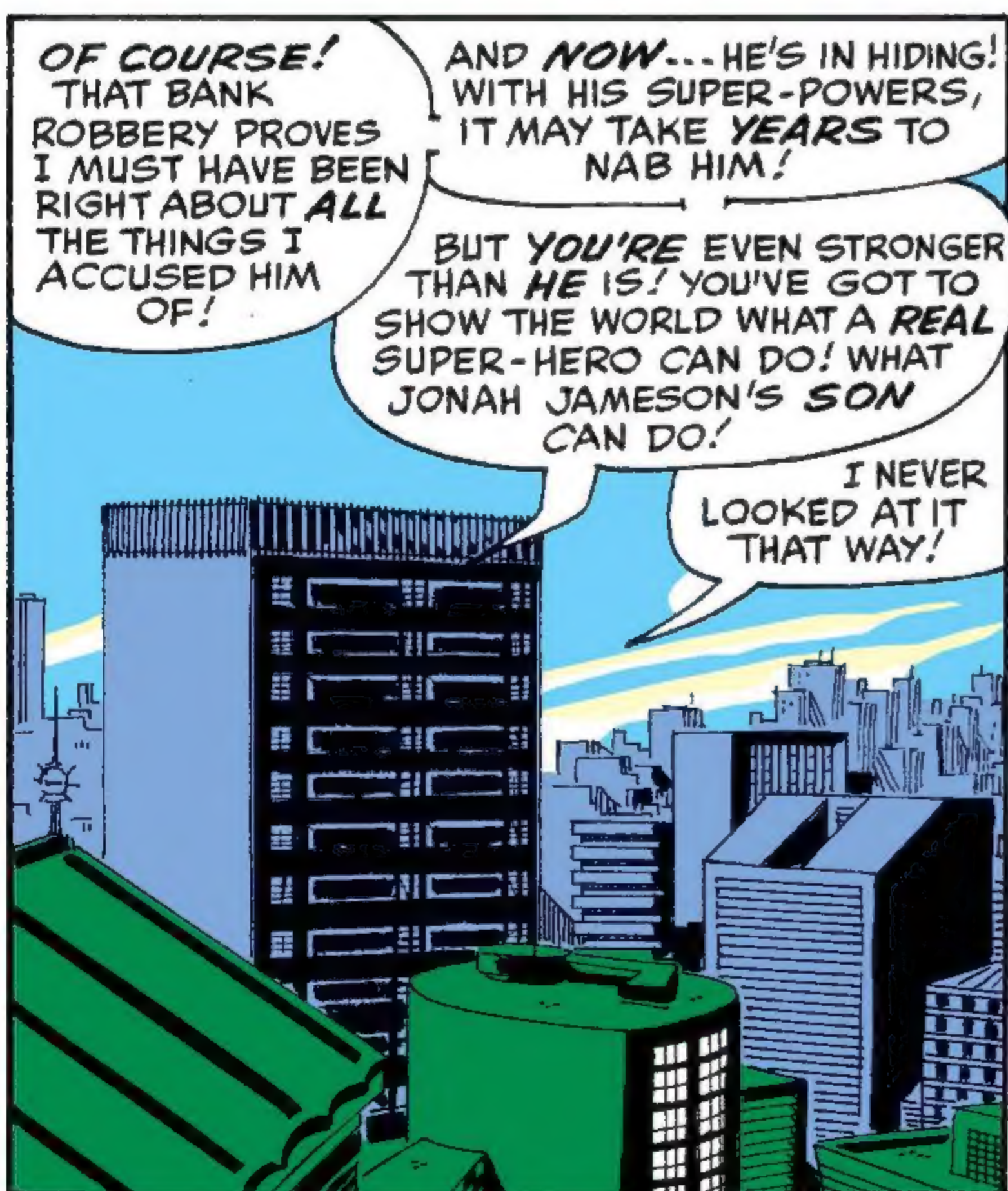


DON'T YOU **SEE?** THAT WEB-HEAD HAS **FOOLED EVERYBODY** ALL THIS TIME!

I WAS THE ONLY ONE WHO SAW **THROUGH** HIM! BUT I WAS A **LONE VOICE**, CRYING IN THE **WILDERNESS**! NOBODY **BELIEVED** ME! THEY ALL **LAUGHED** AT ME!

NOW, NOT ONLY WILL THE **WORLD** KNOW I WAS **RIGHT**... BUT JUST THINK OF THE **TRIUMPH** IF MY OWN SON IS THE ONE TO **CATCH** THAT MISERABLE **MASKED MADMAN**!!

YOU WANT ME TO GO **AFTER** HIM?



OF **COURSE**! THAT **BANK** ROBBERY PROVES I MUST HAVE BEEN **RIGHT** ABOUT **ALL** THE THINGS I **ACCUSED** HIM OF!

AND **NOW**... HE'S IN **HIDING**! WITH HIS **SUPER-POWERS**, IT MAY TAKE **YEARS** TO **NAB** HIM!

BUT **YOU'RE** EVEN **STRONGER** THAN **HE** IS! YOU'VE GOT TO SHOW THE **WORLD** WHAT A **REAL** **SUPER-HERO** CAN DO! WHAT **JONAH JAMESON'S SON** CAN DO!

I NEVER LOOKED AT IT THAT WAY!



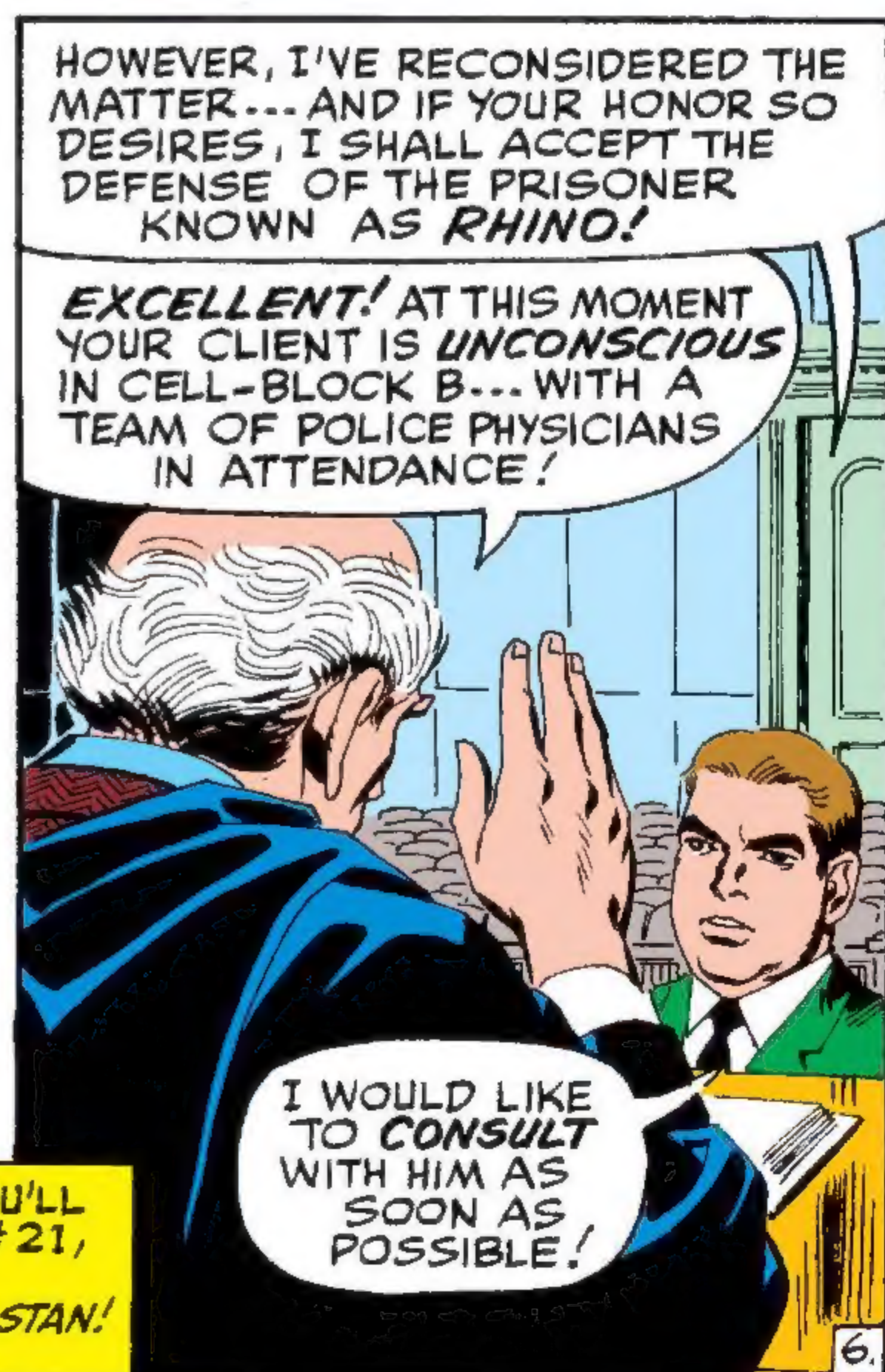
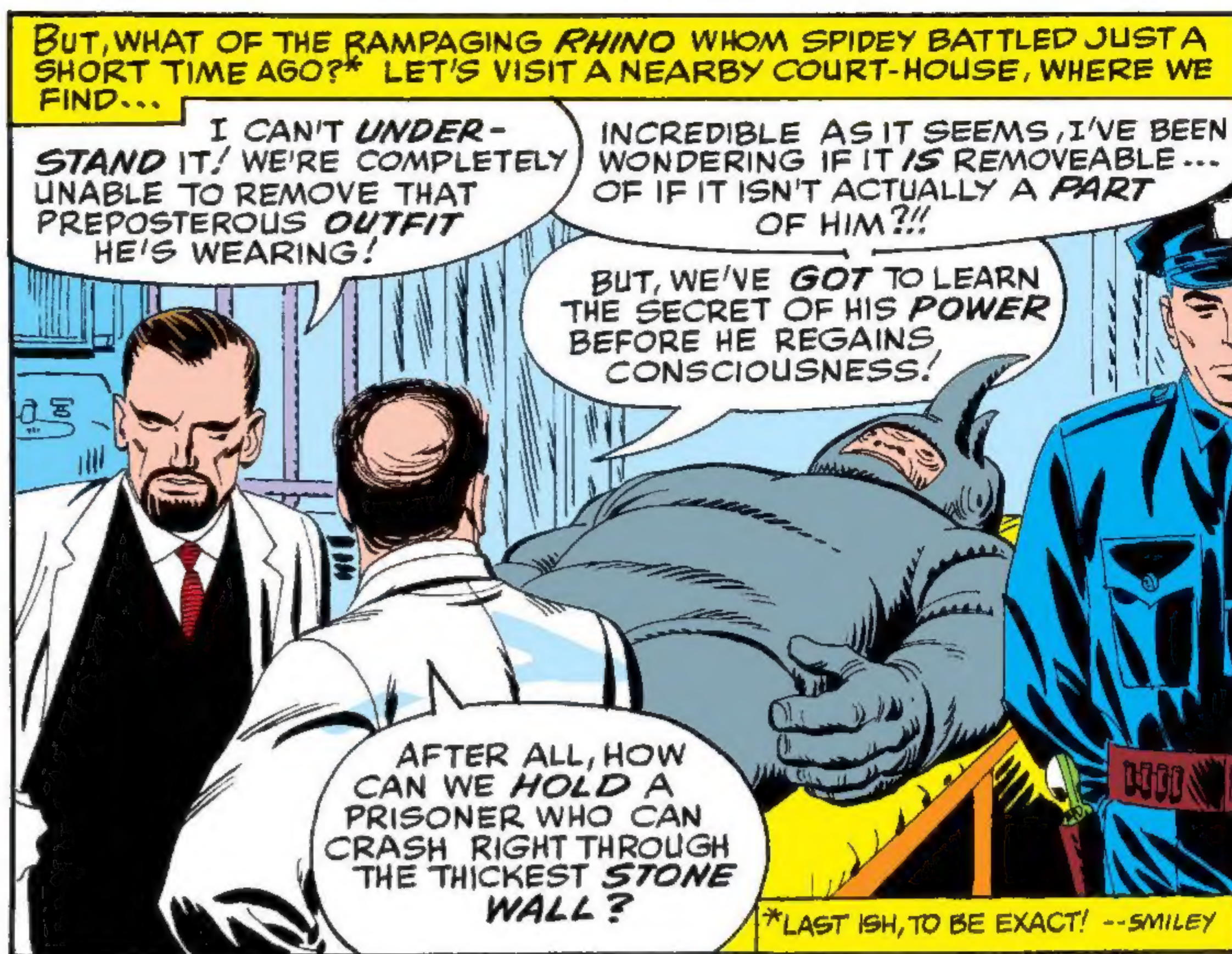
THINK WHAT IT WOULD MEAN TO **ME**... TO YOUR **BUDDIES** IN THE **SPACE PROGRAM**... TO ALL THE **IMPRESSIONABLE HERO** **WORSHIPPERS** EVERYWHERE!

YOU'VE GOT TO PROVE THAT **NO** **CRUMMY CROOK** CAN GET AWAY WITH ANYTHING... EVEN IF HE'S GOT **SUPER POWER**!

GO GET 'IM, **JOHNNY**! SQUASH THAT **WALL-CRAWLER** LIKE A **BED-BUG**! YOU CAN DO IT!

OKAY DAD! YOU'RE ON!

THAT'S MY **BOY**!



PERHAPS FRANKLIN "FOGGY" NELSON WILL GET HIS WISH SOONER THAN HE EXPECTS! FOR AT THAT MOMENT...

HE'S CONSCIOUS!!
LOOK OUT....!

NO CELL CAN HOLD THE RHINO!

BULLETS
WON'T STOP
'IM! WHAT'LL
WE DO??

SLAK!

I'M GETTING
OUT... AND
NOW!

**BR
K!**

STAND
ASIDE! DON'T
TRY TO STOP
HIM! HELP IS
ON THE WAY!

STOMP!

BLOOM!

HELP!??
HAH! HOW CAN
ANYTHING
HALT THE
RHINO'S
CHARGE?!!

DID YOU SEE
IT?? THE WAY
HE SMASHED
THROUGH THAT
BRICK WALL!!

NO MATTER! THEY'RE
WAITING FOR HIM IN
THE CORRIDOR...WITH
THE ONE THING THAT MAY
STOP HIM!

STOMP!

HERE HE COMES!
LET 'IM HAVE IT...
NOW!

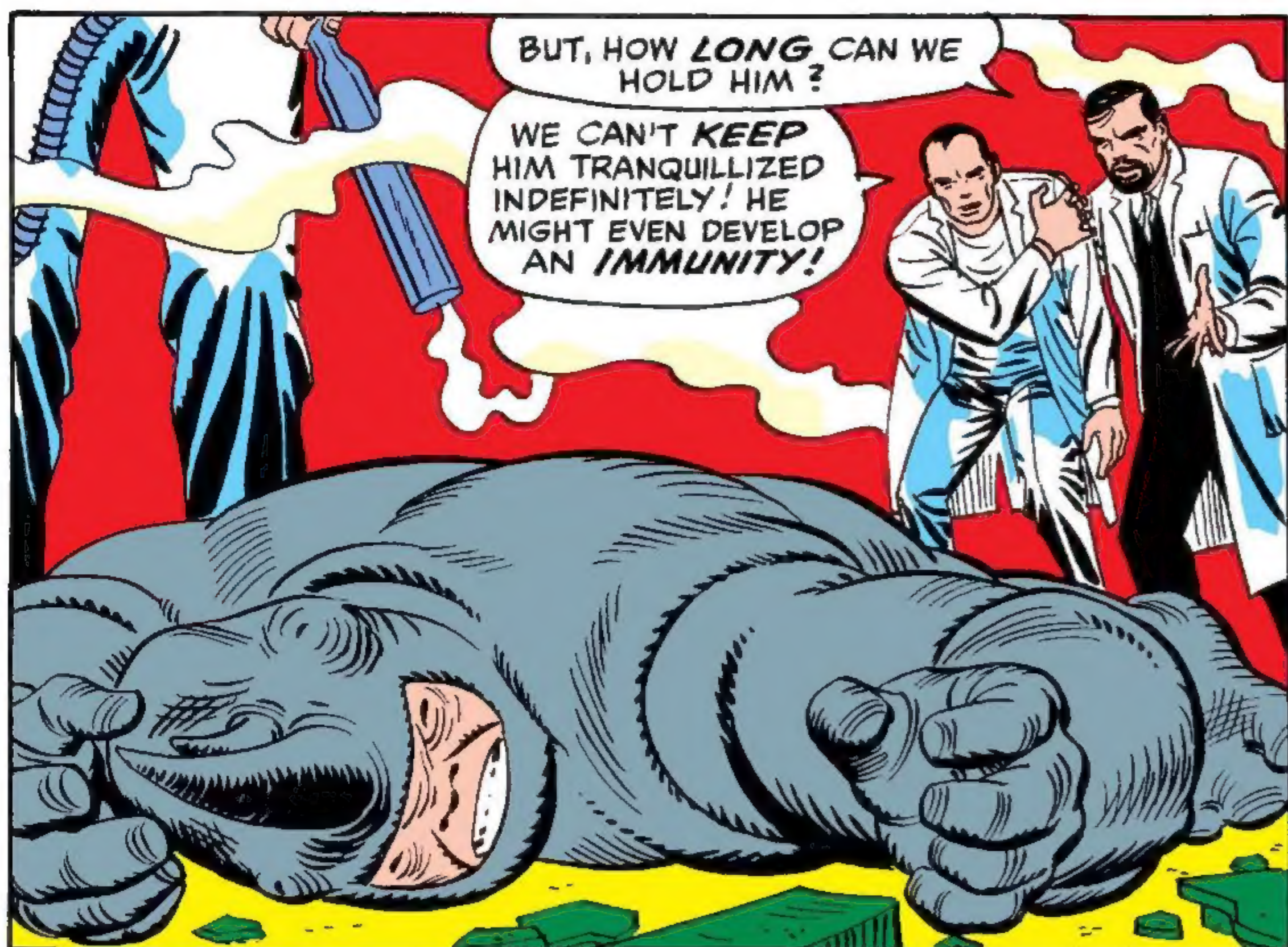
STOMP!

AT THIS
RANGE I
CAN'T
MISS!

SSSSS

HE'S SLOWING
DOWN! LOOK...
IT'S WORKING!!

THE ONE
THING HIS RHINO
HIDE COULDN'T
PROTECT HIM
FROM...A SPRAY
TRANQUILLIZER!



BUT, HOW LONG CAN WE HOLD HIM?

WE CAN'T KEEP HIM TRANQUILLIZED INDEFINITELY! HE MIGHT EVEN DEVELOP AN IMMUNITY!



THEN WHAT DO WE DO? HOW CAN WE HOLD HIM?

I DON'T KNOW! BUT, IT'S A PROBLEM THAT MUST BE SOLVED... AND SOLVED QUICKLY!

IF ONLY WE KNEW HIS ORIGIN!

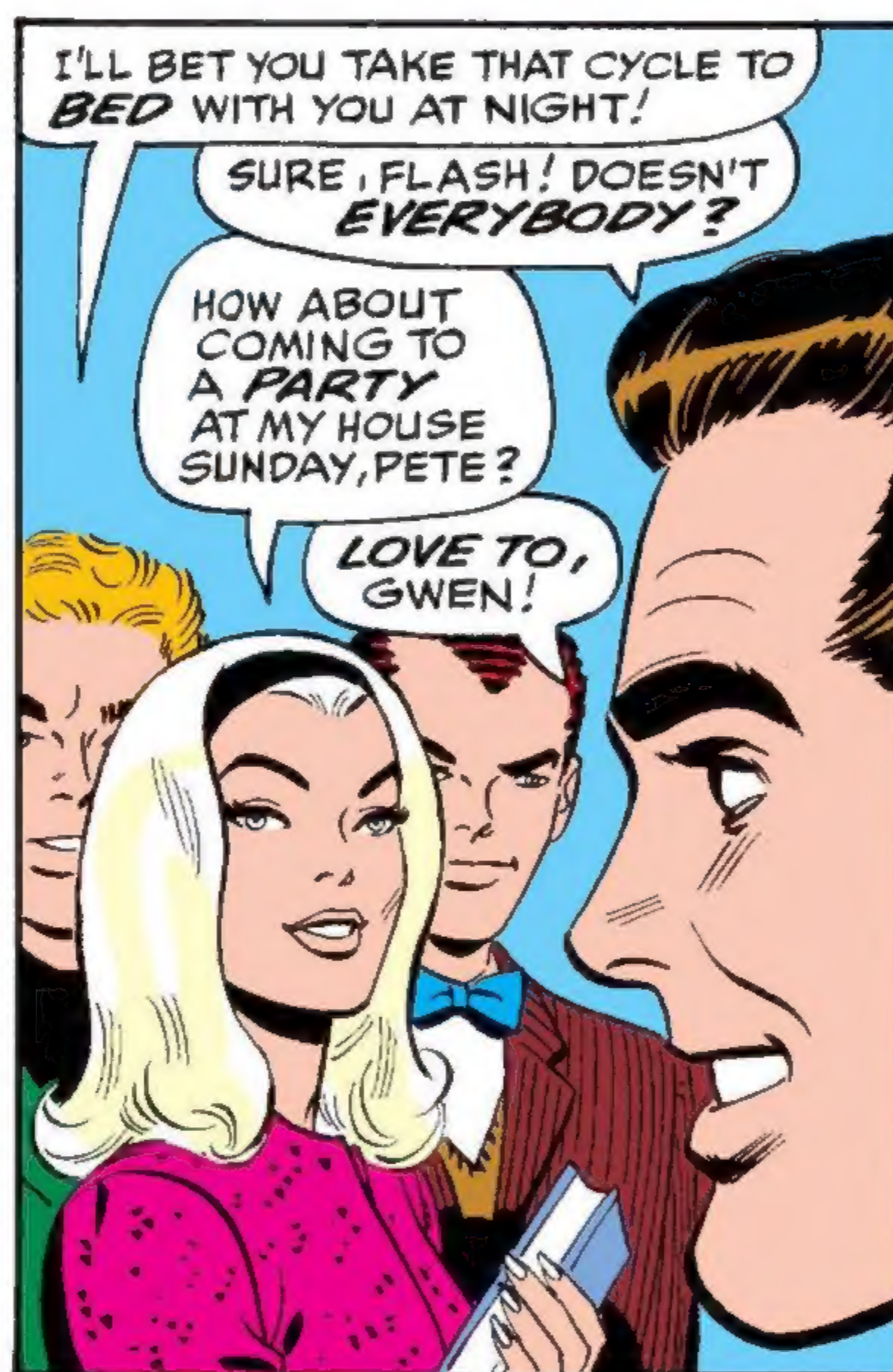


DESPITE WHAT YOU MAY THINK, WE HAVEN'T FORGOTTEN ABOUT PEERLESS PETER PARKER! IN FACT, HERE HE IS NOW...

STAY THERE, SWEETIE! DON'T GET TOO LONESOME WHILE I'M GONE!

HEY, WHO'S PARKER TALKING TO OVER THERE?

HIS WHEELS... WHO ELSE?



I'LL BET YOU TAKE THAT CYCLE TO BED WITH YOU AT NIGHT!

SURE, FLASH! DOESN'T EVERYBODY?

HOW ABOUT COMING TO A PARTY AT MY HOUSE SUNDAY, PETE?

LOVE TO, GWEN!



AT LAST... THEY'RE REALLY BEGINNING TO ACCEPT ME! IT'S GREAT TO BE... ULP!...

I JUST REMEMBERED!! I PROMISED AUNT MAY I'D MEET MARY JANE WATSON AT DINNER SUNDAY NIGHT! I JUST CAN'T BACK OUT AGAIN!

GOSH, GWEN... I'M SORRY! I JUST REALIZED...

NO NEED TO EXPLAIN! ATTENDANCE ISN'T COMPULSORY!

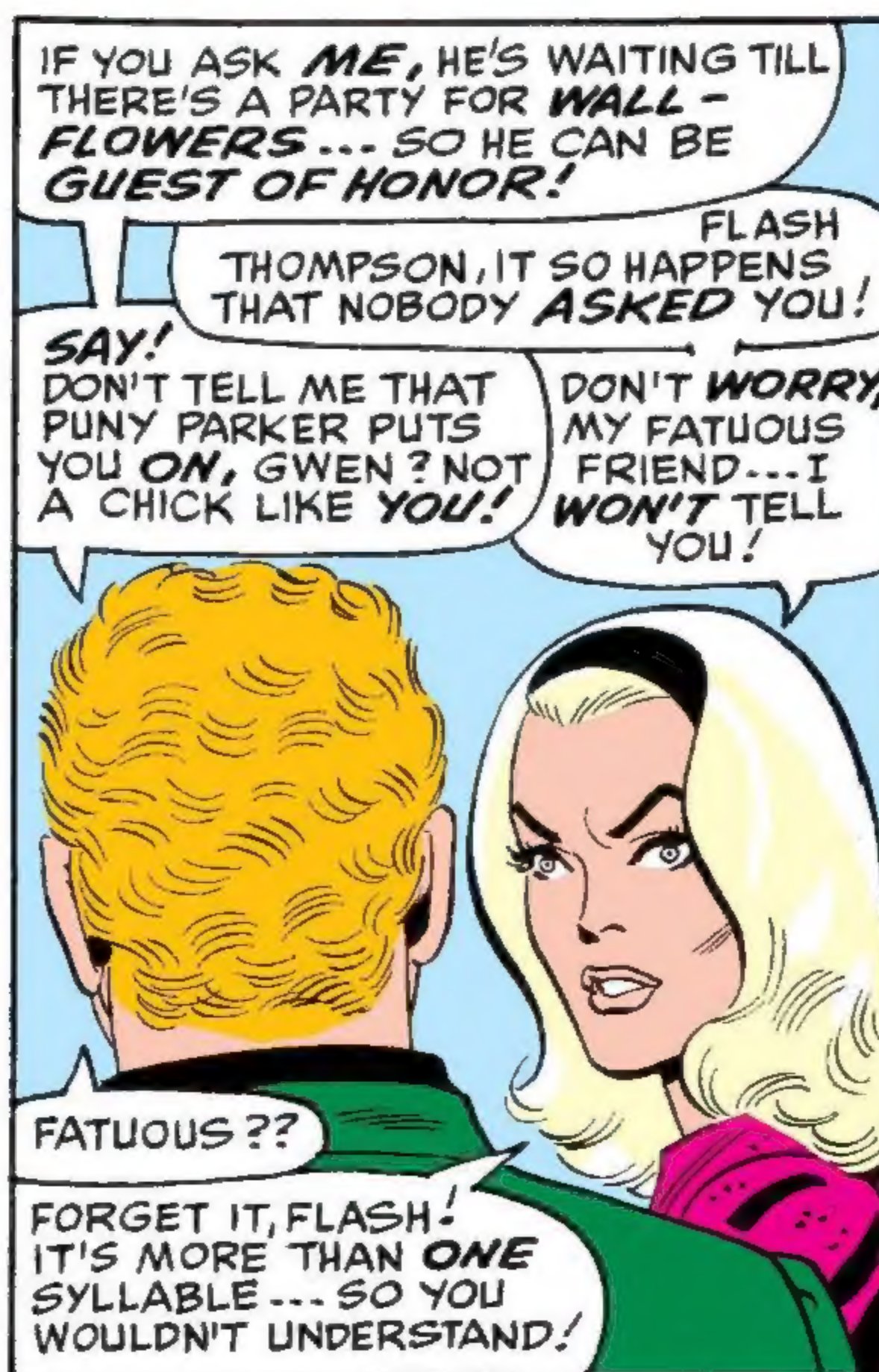


BUT, I DON'T WANT YOU TO THINK I'M JUST MAKING UP AN EXCUSE...

I'M SURE THAT WHAT I THINK WON'T BOTHER YOU, PETER!

HAW! GOOD OL' PARKER-- THE STRIKE-OUT KING!

PETE'S PROBABLY GOT HIS REASONS!



IF YOU ASK ME, HE'S WAITING TILL THERE'S A PARTY FOR WALL-FLOWERS... SO HE CAN BE GUEST OF HONOR!

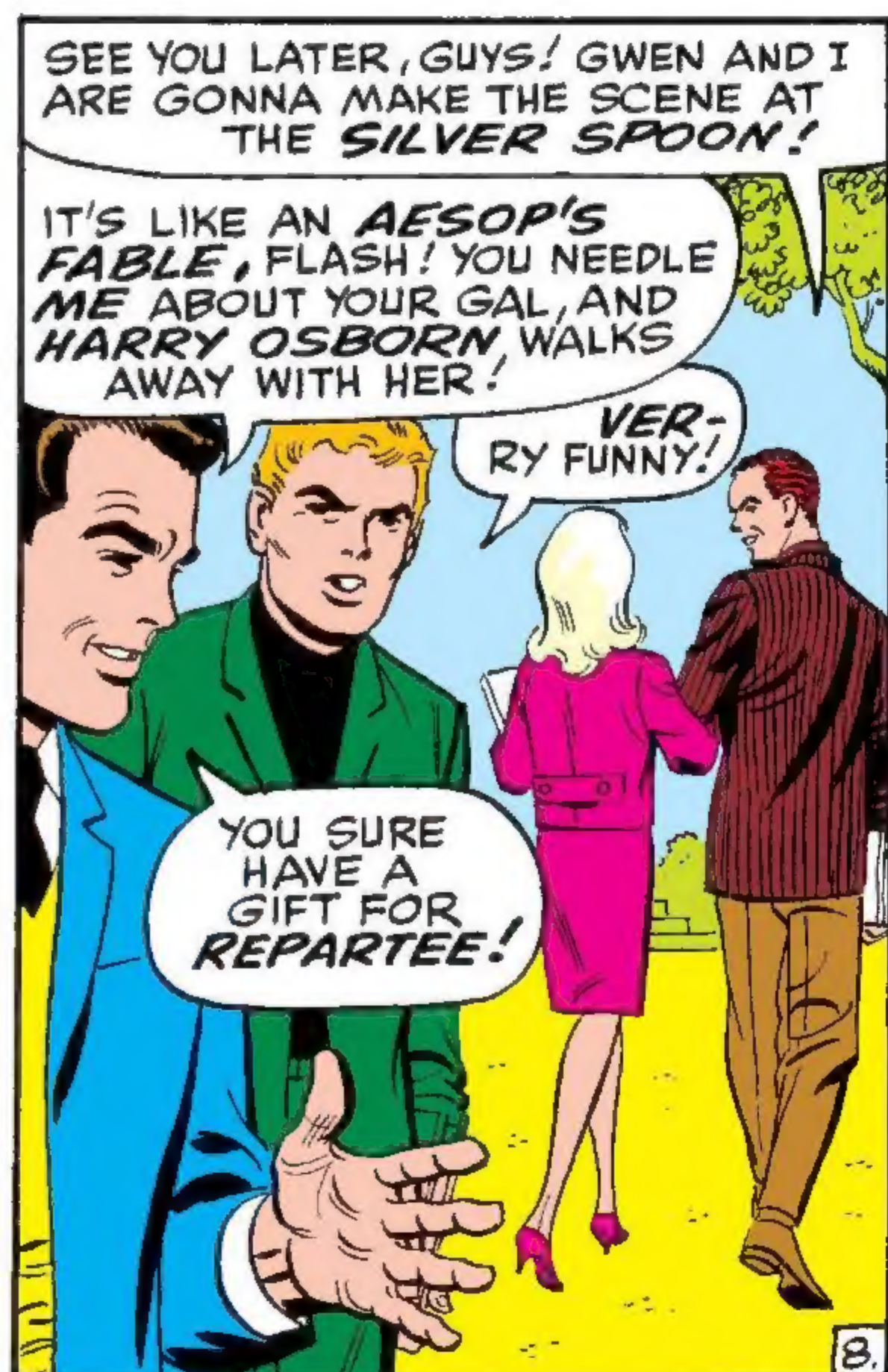
FLASH THOMPSON, IT SO HAPPENS THAT NOBODY ASKED YOU!

SAY! DON'T TELL ME THAT PUNY PARKER PUTS YOU ON, GWEN? NOT A CHICK LIKE YOU!

DON'T WORRY, MY FATUOUS FRIEND... I WON'T TELL YOU!

FATUOUS??

FORGET IT, FLASH! IT'S MORE THAN ONE SYLLABLE... SO YOU WOULDN'T UNDERSTAND!



SEE YOU LATER, GUYS! GWEN AND I ARE GONNA MAKE THE SCENE AT THE SILVER SPOON!

IT'S LIKE AN AESOP'S FABLE, FLASH! YOU NEEDLE ME ABOUT YOUR GAL, AND HARRY OSBORN WALKS AWAY WITH HER!

VERY FUNNY!

YOU SURE HAVE A GIFT FOR REPORTEES!

THE REMAINDER OF THE DAY DRAGS ON FOR OUR HERO, UNTIL AT LAST, A THOUGHTFUL PETER PARKER LEAVES HIS FINAL CLASS ...

I'M AS ANXIOUS TO MEET **MARY JANE WATSON** ON SUNDAY AS I AM TO MEET THE **HULK!**

AND SHE'LL PROBABLY LOOK LIKE HIM!

FUNNY HOW I DON'T EVEN **THINK** ABOUT **BETTY BRANT** ANY MORE! SHE'S LIKE A CHAPTER OF MY LIFE THAT'S CLOSED AND DONE WITH!

BUT **GWEN STACY** LOOKS BETTER TO ME EACH TIME I SEE HER!

IF ONLY WE COULD GET OFF ON THE RIGHT FOOT... JUST **ONCE!**

OH WELL...

LATER, AS THE VEIL OF NIGHT BEGINS TO SHROUD THE RESTLESS CITY...

NOTHING LIKE A LITTLE **WEB-SWINGING** TO CLEAR AWAY THE COBWEBS...

SAY! THERE'S SOMEONE STANDING ATOP THAT **ROOF**... A FEW BLOCKS AWAY ... WEARING A **COSTUME!**

AND LOOK AT THE **SIZE** OF HIM! **WAIT!** I-I **KNOW** HIM!

IT'S **COLONEL JAMESON**.. **JONAH'S SON!** BUT.. WHAT **CHANGED** YOU ??

NEVER MIND **ME!** I WAS **HOPING** I'D RUN INTO **YOU**, MISTER!

I JUST FOUND OUT MY FATHER'S BEEN **RIGHT** ABOUT YOU ALL THIS TIME!

YOU'RE NOTHING BUT A **CHEAP, COSTUMED CROOK!**

BUT YOU'VE FINALLY MET UP WITH SOMEONE WHO CAN **HANDLE** A SUPER-POWERED STUMBLE-BUM LIKE **YOU!**

HEY! TAKE IT **EASY!** I HAVEN'T FINISHED PAYING MY **LAST DENTAL BILL** YET!

THOK!

YOU'RE NOT GONNA SMART-TALK YOUR WAY OUT OF **THIS**, MASKED MAN! I DON'T LIKE BEING MADE A **FOOL** OF!

WHO **DOES?!**

STOP SWINGIN'! AND START LISTENING TO **REASON**, COLONEL! YOU'VE GOT THIS ALL **WRONG!**

WAM!

WRONG, EH? YOU CAN'T **DENY** ROBBING THAT **BANK!** TOO MANY WITNESSES **SAW** YOU!









GOOD THING I LEANED CLOSE TO IT! I COULDN'T MISTAKE THAT FAINT TICKING SOUND!

PAYROLL BAGS DON'T USUALLY CONTAIN BOMBS --- AS FAR AS I KNOW!

I'VE GOTTA GET BACK THERE AGAIN... FAST.. AS SPIDER-MAN!



HE'S LEAVING! THAT MEANS HE'S ALREADY PLANTED THE PHONY MONEY BAG! NO TIME TO NAB HIM NOW!

SPIDER-MAN! HOLD IT! STOP, I SAY!

I CAN GUESS WHAT HIS GAME IS...

AFTER THE BOMB GOES OFF... INSIDE THE VAULT.. HE CAN RETURN FOR EASY PICKIN'S!



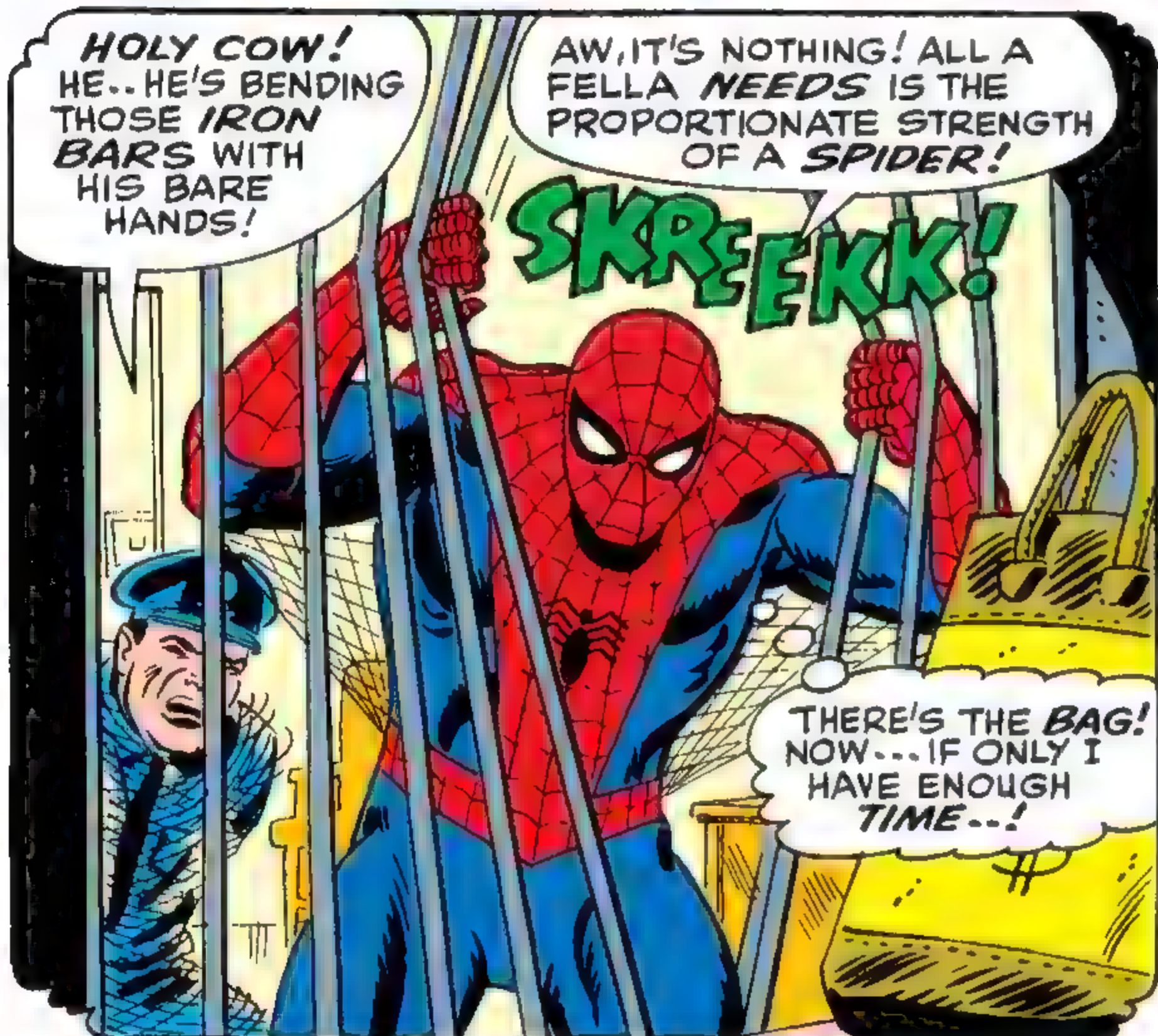
WAIT! YOU CAN'T... HEY! WHAT THE...?!!

SORRY, FRIEND! NO TIME TO EXPLAIN NOW!

FIT!

WHAT'S TO EXPLAIN?

ANYONE CAN SPOT A BANK ROBBERY!



HOLY COW! HE.. HE'S BENDING THOSE IRON BARS WITH HIS BARE HANDS!

AW, IT'S NOTHING! ALL A FELLA NEEDS IS THE PROPORTIONATE STRENGTH OF A SPIDER!

SKREEKK!

THERE'S THE BAG! NOW... IF ONLY I HAVE ENOUGH TIME...!



HE ROBBED THE BANK! DON'T LET HIM GET AWAY! HELP! STOP, THIEF! STOP, THIEF!

CAN'T STOP NOW! IT MAY BLOW AT ANY SECOND!

YOU WON'T ESCAPE! THERE'S NO PLACE YOU CAN HIDE! NO PLACE!

JONAH JAMESON WAS RIGHT ABOUT HIM! HE'S A CROOK!



FOR ONCE LUCK WAS WITH ME! I MADE IT!

IT CAN'T DO ANY DAMAGE NOW!



IT EXPLODED JUST AFTER IT HIT THE WATER! ANOTHER FEW SECONDS WOULD HAVE BEEN TOO LATE!

AND, THEY'LL ALL KNOW I'M INNOCENT AS SOON AS THEY REALIZE NO MONEY'S MISSING!

BOY! WON'T JONAH BE SURPRISED!

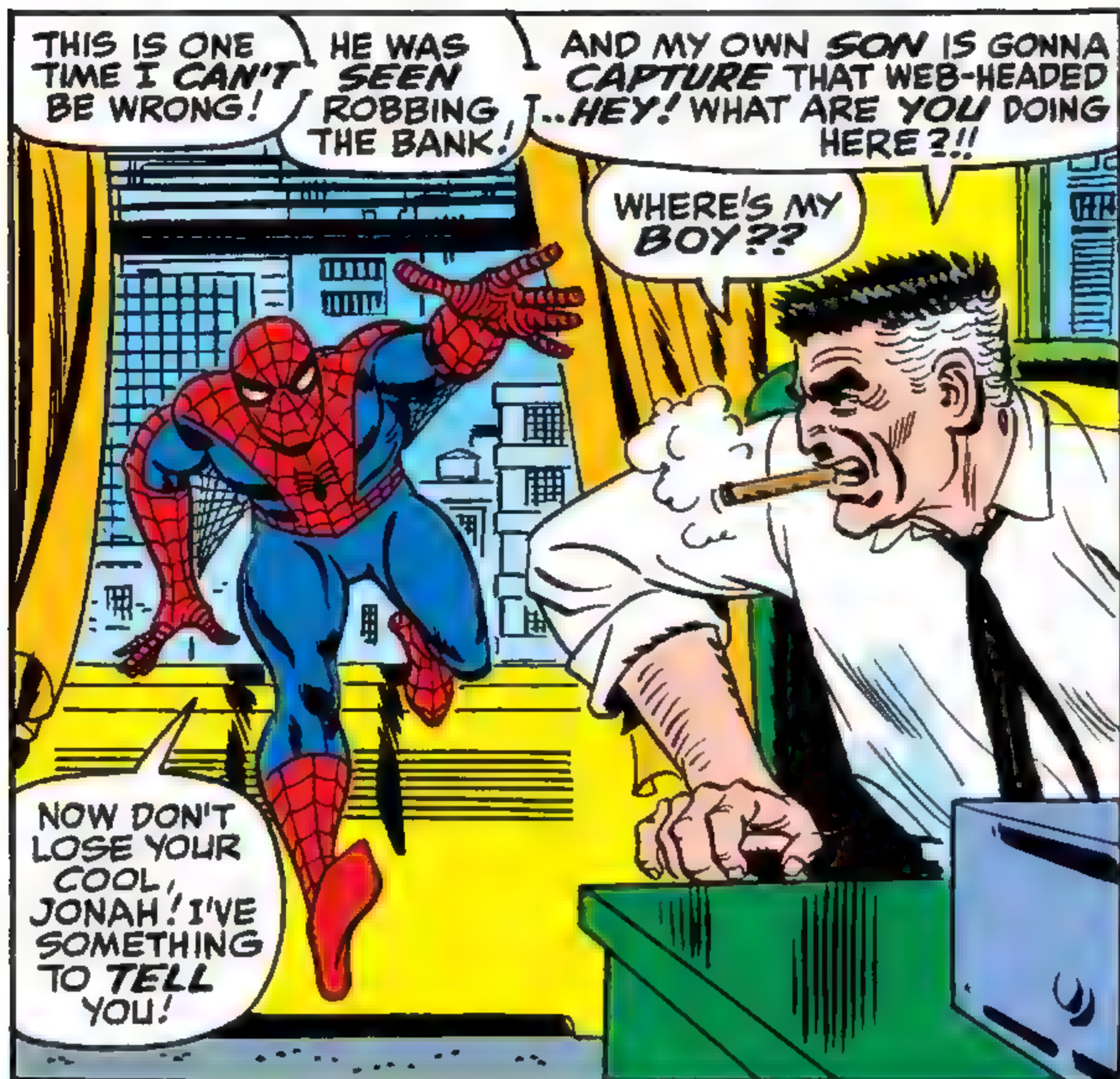


AND, SPEAKING OF THAT PEERLESS PARAGON OF PUBLISHING PARSIMONY..

BUT, IF I GO AFTER THE RHINO STORY, J.J., WHO'LL COVER YOUR SON'S CAPTURE OF SPIDER-MAN?

J. JONAH JAMESON HIMSELF, FOSWELL! THIS WILL BE THE GREATEST TRIUMPH OF MY ILLUSTRIOUS CAREER!

SURE, BOSS.. IF YOU SAY SO!



THIS IS ONE TIME I CAN'T BE WRONG!

HE WAS SEEN ROBBERING THE BANK!

AND MY OWN SON IS GONNA CAPTURE THAT WEB-HEADED...HEY! WHAT ARE YOU DOING HERE?!!

WHERE'S MY BOY??

NOW DON'T LOSE YOUR COOL, JONAH! I'VE SOMETHING TO TELL YOU!



I DIDN'T ROB THAT BANK! I SAVED IT FROM A ROBBERY!

SURE, SURE! AND I'M NOT JONAH JAMESON... I'M HUCKLEBERRY FINN!

NOT A CHANCE! MARK TWAIN WOULD HAVE BUSTED HIS QUILL PEN BEFORE HE'D INFLICT YOU ON THE READING PUBLIC!

NEVER MIND THAT! WHAT HAPPENED TO MY SON? DIDN'T HE FIND YOU? WHERE IS HE? HOW'D YOU ESCAPE FROM HIM?

WITH THE GREATEST OF EASE, CHUCKLES!



I MIGHT AS WELL TAKE OFF! HE'S TOO ANGRY TO TELL ME WHAT CHANGED THE COLONEL!

CALL THE BANK, J.J., AND ASK IF ANY MONEY'S MISSING! THEN YOU'LL BELIEVE ME!

IT'S GOTTA BE MISSING! YOU TOOK IT!



MY SON... THE SUPER-HERO... WILL BRING YOU TO JUSTICE! JUST WAIT!

"CALL THE BANK"!?? WHAT DOES HE TAKE ME FOR? I KNOW HE'S GUILTY!

BUT... WHY WOULD HE TELL ME? WHAT'S HE UP TO?

NUTS! I WON'T GIVE THAT FINK THE SATISFACTION OF CALLING!



SIXTY SECONDS LATER...

I DON'T CARE HOW MANY TIMES YOU COUNTED IT! COUNT IT AGAIN!

WHAT D'YA MEAN NO MONEY'S MISSING FROM YOUR VAULT?!!

IF...IF I'M WRONG AGAIN...ABOUT THAT WALL-CRAWLER...I...I... NO! I CAN'T BE! I CAN'T!

IT'S GOT TO BE MISSING! SPIDER-MAN TOOK IT!

NEVER MIND WHO THIS IS! I'M JUST AN UN-SELFISH CRUSADER FOR JUSTICE!

THUD!



SLAM!

JOHN! YOU'RE ALL RIGHT!

NEVER MIND ABOUT ME... WHERE IS HE?? WHERE'S SPIDER-MAN??

HE WAS JUST HERE... BUT... HE GOT AWAY!

I... I JUST LEARNED SOMETHING!

THERE'S A CHANCE THAT THE BANK WASN'T ROBBED!

HE MAY ACTUALLY BE...ULP...INNOCENT!



I DON'T CARE WHAT HE IS! I OWE HIM SOMETHING...AND I'M GONNA PAY IT TO HIM...IN SPADES!

BUT...DON'T YOU SEE? WE'D BETTER WAIT! IF HE DIDN'T ROB THE BANK, YOU CAN'T...

I DON'T GIVE A RAP ABOUT WHO ROBBED THE BLASTED BANK! I'VE GOTTA POLISH OFF SPIDER-MAN... NO MATTER WHAT!

NO! YOU CAN'T USE YOUR POWER JUST TO SATISFY A GRUDGE! YOU'VE GOT TO FORGET ABOUT HIM...DO YOU HEAR?

SAVE YOUR BREATH! HE'S GOT A SCORE TO SETTLE WITH ME!

IT DOESN'T SOUND LIKE JOHN! HE'S CHANGED...BECOME CRUEL...DEADLY..!

AND THEN... COLONEL JAMESON: I THOUGHT YOU'D BE HERE! I'VE ORDERS TO DRIVE YOU BACK TO YOUR HOTEL, SIR!

GO WITH HIM, SON! GET A GOOD NIGHT'S REST... THAT'S WHAT YOU NEED!

I KNOW WHAT I NEED!

I NEED TO FIND SPIDER-MAN AGAIN... AND PROVE THAT I CAN WHALE THE TAR OUT OF THAT CROOKED CREEP!

I'M A SUPER-HERO NOW! AND I'M THE BEST THERE IS! I'M STRONGER THAN ANYONE... NOBODY'S GONNA PUSH ME AROUND! NOBODY!

WHAT'S COME OVER HIM? HE'S NOT MY HEROIC SON JOHN ANYMORE! HIS VOICE IS BITTER... ARROGANT... COMPLETELY MERCILESS!

JOHN... LISTEN! DON'T--DO ANYTHING-- RASH!

HE DIDN'T EVEN BOTHER TO ANSWER ME! HE...HE'S BECOME LIKE...A STRANGER

WHILE, IN A TYPICAL BEDROOM, IN A TYPICAL HOME, IN A TYPICAL NEIGHBORHOOD, A NOT-SO-TYPICAL SPIDER-POWERED YOUTH MAKES A SUDDEN DECISION...

IT'S NO USE! I CAN'T SLEEP... NO SENSE EVEN TRYING!

IT'S AS THOUGH SOMETHING'S CALLING ME... MAKING ME GET UP!

I LEFT THINGS TOO UNDECIDED WITH JONAH'S SON! I'VE GOT TO FIND HIM AGAIN!

SOMETHING...MAYBE IT'S MY SPIDER SENSE... TELLS ME HE'S TOO DANGEROUS TO BE AT LARGE IN THE CITY!

ONE THING IS FOR SURE... HE'S NOT THE SAME COL. JAMESON I ONCE KNEW AND LIKED!

AND, AT THAT MOMENT, IN ANOTHER PART OF THE CITY, AS IF TO LEND EMPHASIS TO SPIDEY'S WORDS...

NOBODY'S KEEPING ME COOPED UP IN A CRUMMY HOTEL ROOM!!

NOT WHILE SPIDER-MAN IS OUT THERE SOMEWHERE... PROBABLY GLOATING ABOUT HOW EASILY HE GOT AWAY FROM ME!

WELL, I'M GONNA FIND HIM AGAIN... AND THIS TIME HE WON'T GET AWAY.. NOT EVER!

BTAM!

COLONEL JAMESON! WAIT! YOU.. YOU CAN'T..!

SHUDDUP! GET OUT OF MY WAY! EVEN A HUNDRED LIKE YOU COULDN'T STOP ME NOW!

BUT... WE HAVE OUR ORDERS! YOU'RE NOT SUPPOSED TO.. UNNNHHH!!

I SAID OUT OF MY WAY!

I DON'T CARE WHAT ANYONE SAYS! I DON'T EVEN CARE IF SPIDER-MAN DIDN'T ROB THAT BANK!

I'VE GOTTA PROVE I CAN BEAT HIM! I'VE GOTTA PROVE I'M THE GREATEST SUPER-HERO OF ALL!

I DON'T HAVE TO ANSWER TO ANYONE! I'VE GOT THE POWER.. THE STRENGTH.. TO MAKE MY OWN RULES... TO WRITE MY OWN TICKET... ANYWHERE!

THUMP THUMP!

LIKE SOME MYSTIC, METAPHYSICAL MAGNET, *FATE* SEEMS TO DRAW BOTH MEN TO THE SAME PLACE AT THE SAME TIME.. AND THEN, *VOILA*...!

S'MATTER, FELLA? SOMEONE TAKE AWAY YOUR *SPACE-SHIP*?

IT'S *ME*, COLONEL! HOW ABOUT US HAVING A PEACEFUL LITTLE *TALK*?

TALK?!! I'M GONNA *FINISH* YOU OFF!

TO DO THAT, YOU'LL NEED AN *APPOINTMENT*! THERE'S A BIG *WAITING* LIST!

ANYWAY, USE YOUR *HEAD*! WE'VE NO *REASON* TO *FIGHT*!

THAT'S IT! *STAY* THERE... AND KEEP *TALKING*!

ONCE I GET OUT OF THESE *WEIGHTED* *BOOTS*...!

CLICK!

FTAP!

DANGER HIGH VOLTAGE

NOW! WITHOUT THOSE LEAD WEIGHTS HOLDING ME BACK, I CAN GO ANYWHERE *YOU* CAN GO!

YOU WON'T GET AWAY FROM ME *AGAIN*!

OH, NO! HE CAN JUMP LIKE THE *HULK*! ...THAT'S ALL I *NEEDED*!

I CAN SEE THAT HE DOESN'T REALLY *CARE* IF I'M INNOCENT OR NOT! HE ISN'T OUT FOR *JUSTICE*... HE JUST WANTS TO *FIGHT*!

IN SHORT... WHATEVER GAVE HIM HIS *POWER*, ALSO KNOCKED HIM OFF HIS *ROCKER*!

NICE *TRY*, COLONEL! YOU GET AN "*A*" FOR *EFFORT*!

ONE MISS DOESN'T MAKE A *FIGHT*, YOU *CREEP*! THERE'S PLENTY *MORE* WHERE THAT CAME FROM!

HE REMINDS ME OF THE *GREEN* *GOBLIN*...

HE DOESN'T REALLY KNOW WHAT HE'S *DOING*! I DON'T WANNA *HURT* HIM... BUT, DO I HAVE ANY *CHOICE*?

IF YOU THINK YOU CAN BRING ME DOWN TO EARTH WITH A FEW PUNCHES, *FORGET* IT!

I CAN SWING UP HERE *ALL* *NIGHT*! IN FACT, IT'S *GREAT* FOR *INSOMNIA*!

YOU *CAN'T* AVOID ME *FOREVER*! I KNOW IT... AND *YOU* KNOW IT! SOONER OR LATER, I'LL GET MY *HANDS* ON *YOU*...

THWIP!

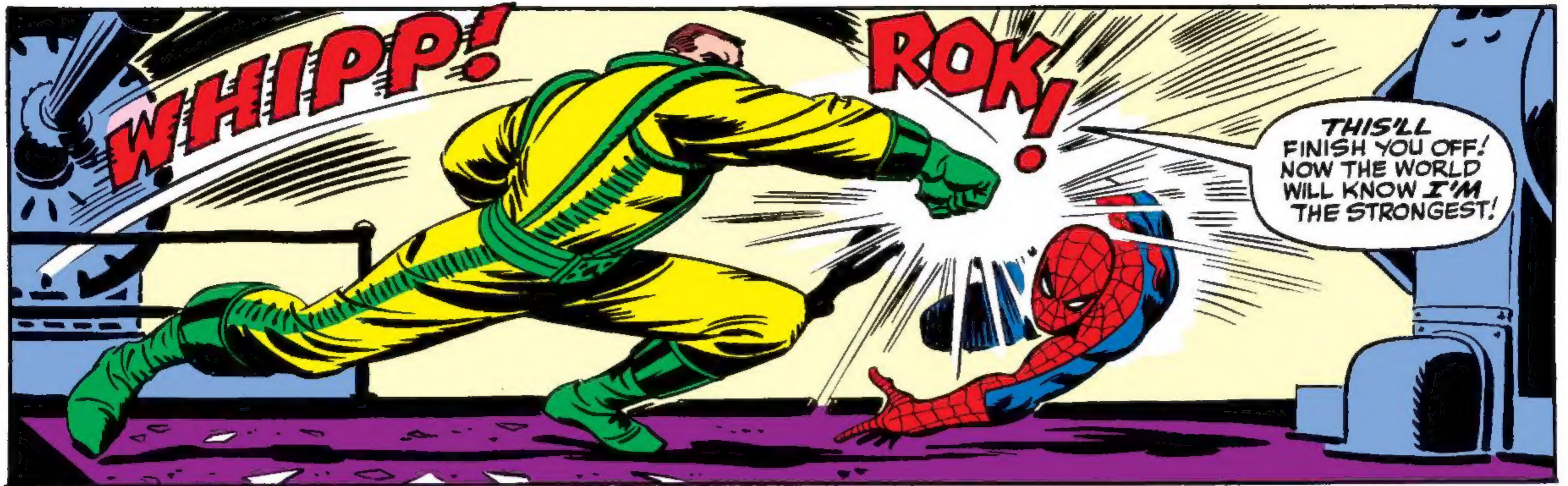
THWIP!

DANGER HIGH VOLTAGE

HE FLOATS THROUGH THE *AIRRRR*...

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HE'S **NORMAL-SIZED** AGAIN!

I **KNEW** IT! WHATEVER **CHANGED** HIM JUST **HAD** TO BE A RESULT OF SOMETHING CONTACTED DURING HIS **SPACE WALK**!

SO, I CHOSE THE ONE WAY TO **SHOCK** IT OUT OF HIS SYSTEM... BEFORE IT BECAME SO FIRMLY ENTRENCHED THAT **NOTHING** COULD HELP!

HE'LL BE COMING TO AFTER A WHILE!

BOY! MY **SPIDER POWERS** ARE GREAT... BUT IT WAS MY **SCIENCE SAVVY** THAT LICKED THIS ONE!



TEN MINUTES AND TWENTY-SIX SECONDS LATER... (BECAUSE WE KNOW YOU'RE A STICKLER FOR ACCURACY!)

I NEVER THOUGHT WE'D GET A CALL TO COME RUNNING FROM **SPIDER-MAN** HIMSELF!

HIS PULSE, HIS BLOOD PRESSURE, EVERYTHING ELSE... ALL CHECK OUT **A-OKAY**! HE'S BACK TO **NORMAL** AGAIN!

IF HE'S **HIMSELF** AGAIN, IT MEANS THOSE **SPORES** HAVE BEEN DESTROYED!

OUR LAB BOYS WILL

BE GLAD TO HEAR IT! THEY WERE CONVINCED THE WHOLE EARTH WAS IN DANGER WHILE THEY LIVED!

BUT...HOW DID IT HAPPEN?

WHO KNOCKED HIM OUT??



WHAT'S THE DIFFERENCE.. AS LONG AS HE'S ALL RIGHT!

MY SENTIMENTS EXACTLY!



NO! DON'T YOU SEE?? IT'S **SPIDER-MAN'S** FAULT!

HE **TORMENTED** MY SON... MADE HIM **FIGHT**... TRIED TO TURN HIM INTO A **KILLER**... LIKE HE **HIMSELF** IS...!

BUT HE COULDN'T DO IT! JOHN WAS TOO **BRAVE**, TOO **STRONG**, TOO **SMART**!

HE'S A CHIP OFF THE OLD BLOCK!



WHEW! THAT'S MY CUE TO TAKE OFF!

IF THE COLONEL REALLY IS A CHIP OFF THE OLD BLOCK, HE'S GOT **ENOUGH** TROUBLE WITHOUT **ME** HANGIN' AROUND!



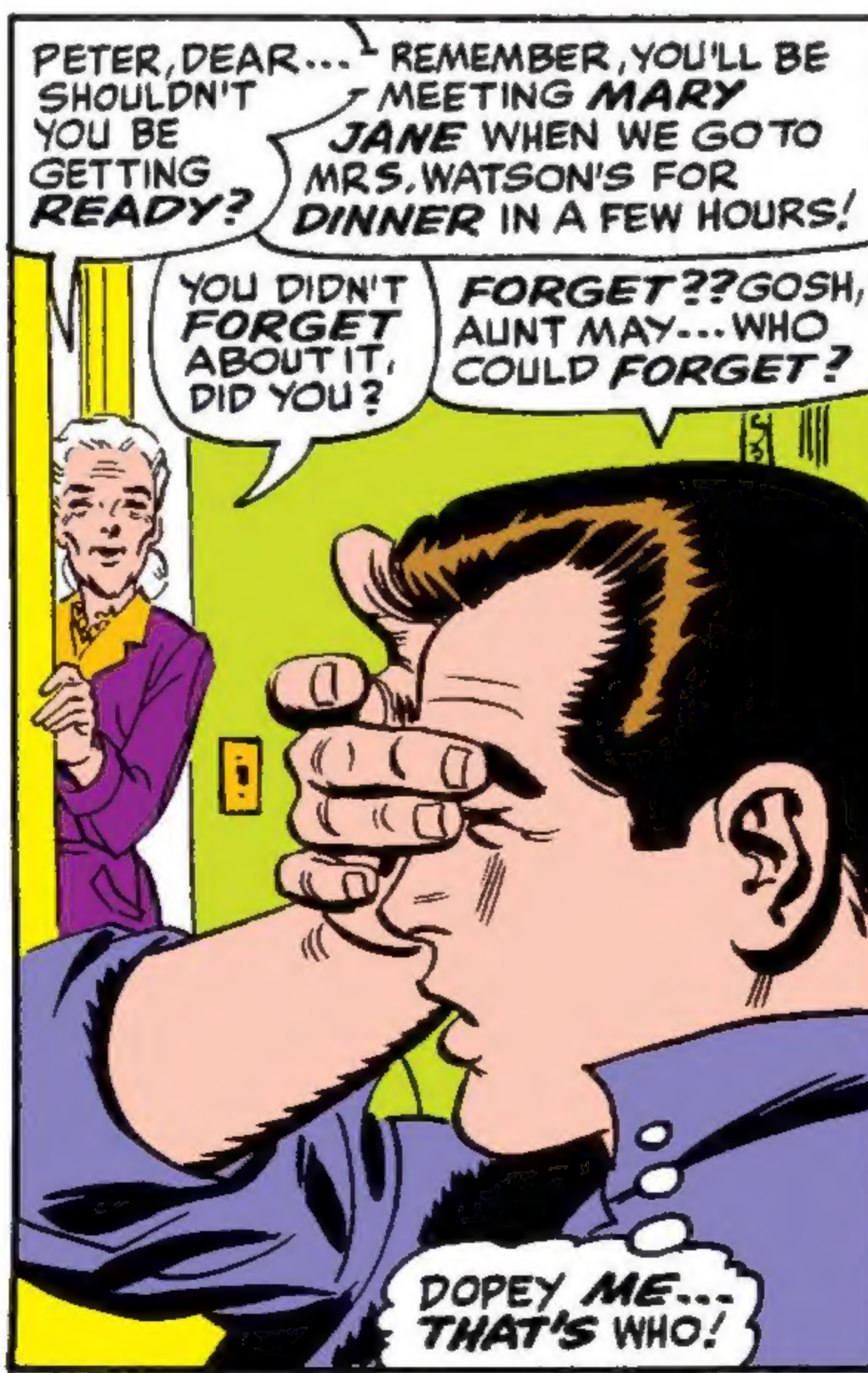
AND, A FEW HOURS LATER...

AHHH, MY FAVORITE TIME OF THE WEEK... GOOD OL' **SUNDAY**!

NOTHING TO DO BUT TAKE IT EASY... TUNE UP MY CYCLE... AND SOAK UP SOME SUN!

...IF THERE'S ANY SUN LEFT! I SLEPT MOST OF THE DAY AWAY!

WONDER WHAT **GWEN'S** DOING? MEBBE I'LL GIVE HER A CALL!

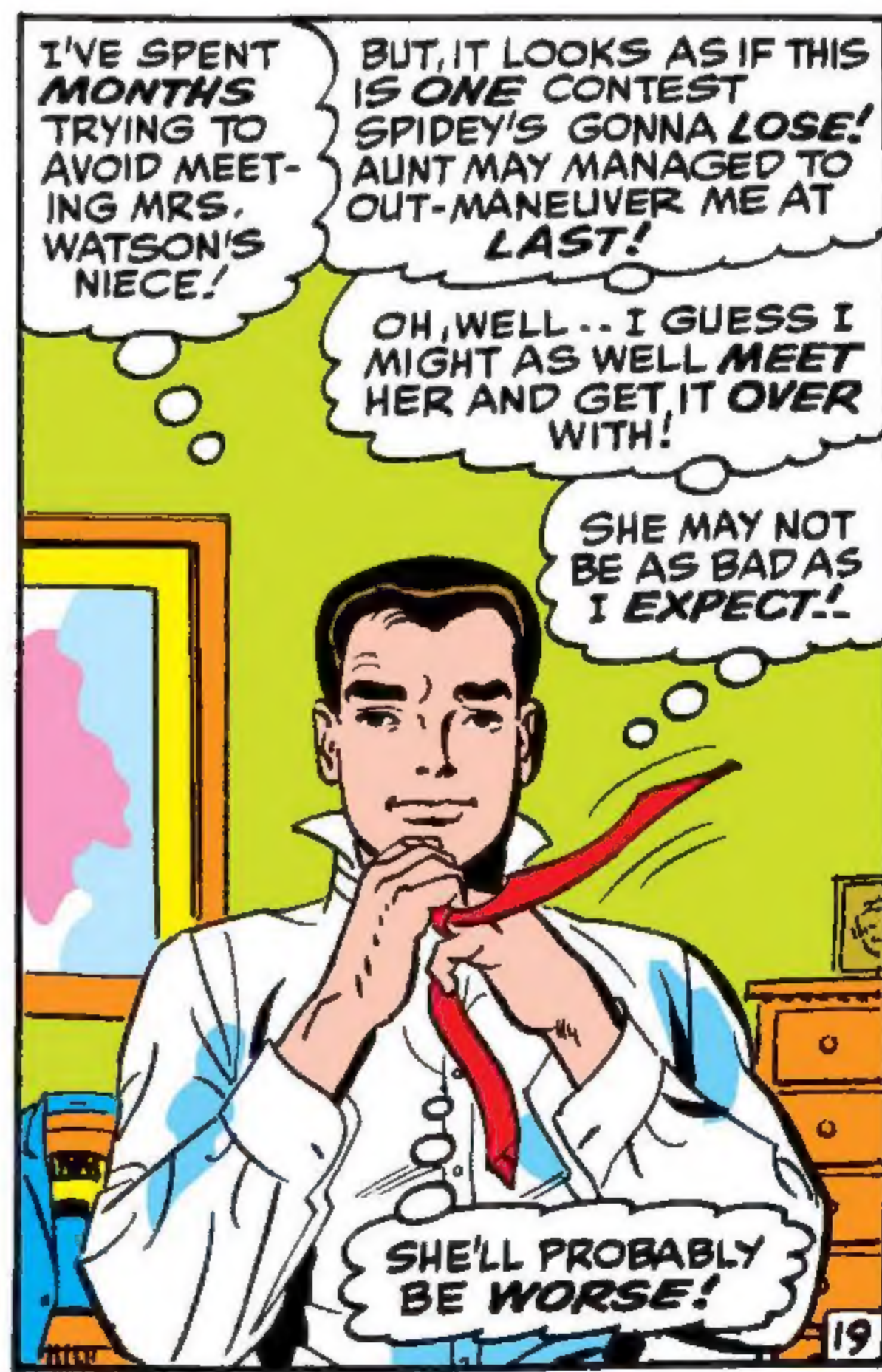


PETER, DEAR... REMEMBER, YOU'LL BE MEETING **MARY JANE** WHEN WE GO TO MRS. WATSON'S FOR **DINNER** IN A FEW HOURS!

YOU DIDN'T FORGET ABOUT IT, DID YOU?

FORGET?? GOSH, AUNT MAY... WHO COULD FORGET?

DOPEY ME... THAT'S WHO!



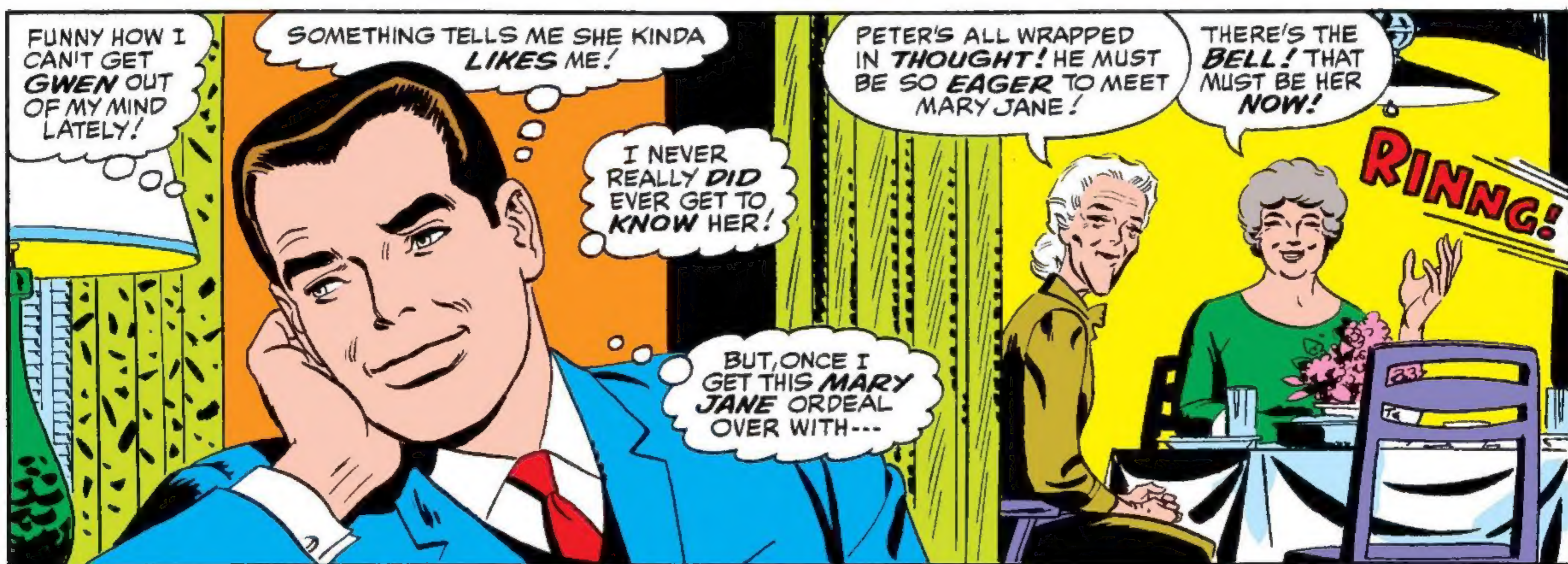
I'VE SPENT MONTHS TRYING TO AVOID MEETING MRS. WATSON'S NIECE!

BUT, IT LOOKS AS IF THIS IS ONE CONTEST **SPIDEY'S** GONNA LOSE! AUNT MAY MANAGED TO OUT-MANEUVER ME AT **LAST**!

OH, WELL... I GUESS I MIGHT AS WELL **MEET** HER AND GET IT OVER WITH!

SHE MAY NOT BE AS BAD AS I EXPECT!

SHE'LL PROBABLY BE WORSE!



NEXT:
"THE
RHINO
ON THE
RAMPAGE!"
PLUS:
A SWINGIN'
SURPRISE
OR TWO!
'NUFF SAID!